

EXHIBIT B



7158 S. Flsmidth Dr., Midvale, Utah 84047 | 801.813.3000 | partner.co

BY EMAIL AND UNITED STATES CERTIFIED MAIL # 7018 0680 0000 5850 2417

WICP MT TECH 4, LLC
ATTENTION: Mark Weldon
PO Box 631
Pleasant Grove, UT 84062
mweldon@wico-commercial.com

Copy to:

International Industrial Solutions, LLC
Advisors, Consultants, and Managers for WICP
ATTENTION: Philip L. Martin
pmartin@wico-commercial.com

RE: Proposal to amend Office/Warehouse Lease between WICP MT TECH 4, LLC and NewAge, Inc.

Dear Mr. Weldon and Mr. Martin:

On October 4, 2021, WICP MT TECH 4, LLC ("**WICP**") and NewAge, Inc. signed an Office/Warehouse Lease for office and warehouse space (the "**Lease**") located at 2632 W. 400 N., Lindon, Utah 84042 (the "**Property**"). In addition to allowing NewAge, Inc. to occupy the Property, the Lease required NewAge, Inc. to make certain improvements to the Property.

Before those improvements could be finished, NewAge, Inc. and three of its subsidiaries (Morinda Holdings, Inc.; Morinda, Inc.; and ARIIX, LLC) filed a Chapter 11 bankruptcy petition on August 30, 2022. NewAge, Inc. is the lead debtor in case number 22-10819 filed in the United States Bankruptcy Court for the District of Delaware. NewAge, Inc. filed the Chapter 11 petition to initiate a value-maximizing sale process of the majority of the company's assets to a third-party purchaser.

As facilitated by DIP Financing, LLC, a Wyoming limited liability company, EYWA, LLC, a Puerto Rico limited liability company trading as Partner.Co ("**Partner.Co**"), purchased the majority of NewAge, Inc.'s assets on October 14, 2022. The bankruptcy court approved the asset sale on October 17, 2022.

Partner.Co now can fully and finally assume or reject any of NewAge, Inc.'s leases, including the Lease with WICP. Partner.Co would like to assume the Lease, but only if WICP and Partner.Co can reach an agreement to amend certain terms of the Lease.



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Partner.Co, therefore, proposes to amend the following terms of the Lease:

1. The parties will substitute NewAge USA, Inc. (soon to be renamed PartnerCo USA, Inc.), a Utah corporation that is a subsidiary of Partner.Co, for NewAge, Inc. as the Lease tenant. NewAge USA, Inc.'s office and mailing address is 7158 S FLSmidth Dr, Suite 250, Midvale, UT 84047.
2. The Lease Term (as defined in the Lease) will not change. NewAge USA, Inc. will be allowed to remain as the tenant for the duration of the Lease and will be given an option to extend the Lease.
3. NewAge USA, Inc. will make the following improvements to the Property at its expense:
 - a. Complete any remaining electrical and HVAC work that is necessary for its occupancy;
 - b. Complete the rear warehouse office, including paint, sheetrock, and the bathrooms located in the rear warehouse office;
 - c. Remove all walls in the front of the warehouse that were started for an anticipated laboratory;
 - d. Properly cap all plumbing and electrical placed in the front of the warehouse for anticipated office space; and
 - e. Move and add lighting as necessary for occupancy.
4. NewAge USA, Inc. will complete these improvements within 90 days of signing the amended Lease.
5. WICP will not be responsible for any additional shared buildout costs.
6. NewAge USA, Inc. will not be responsible for any other improvements.
7. The parties will make all other "boilerplate" changes to the Lease to facilitate the proposed amendments.

Partner.Co is sincerely interested in becoming WICP's tenant and finishing the Lease as outlined above. It is more beneficial for both parties to allow Partner.Co to continue under the amended Lease. But if the parties are not able to come to an agreement, Partner.Co is prepared to reject the lease and move out of the Property.



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Given the urgency of resolving this matter, WICP has until the close of business Monday, March 20, 2023 to respond to this proposal. If WICP does not respond by that time, Partner.Co will consider all its options, and it may elect to reject the Lease in its totality.

Should you have any questions, please contact me at (801) 813-3022 or at tyler.jones@partner.co. We look forward to hearing from you.

Sincerely,

A handwritten signature in blue ink, appearing to read 'T. Jones', with a large, stylized flourish at the end.

Tyler B. Jones

General Counsel for the Partner.Co international group of companies